

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK


SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

Civ. No.

CALEDONIAN BANK LTD.,
CALEDONIAN SECURITIES LTD.,
CLEAR WATER SECURITIES, INC.,
LEGACY GLOBAL MARKETS S.A., and
VERDMONT CAPITAL, S.A.

Defendants.

DECLARATION OF RICHARD E. SIMPSON

RICHARD E. SIMPSON, an attorney, declares and states as follows:

1. I am a member in good standing of the bars of the States of Illinois and New York and am employed as a litigation attorney in the Division of Enforcement of the Securities and Exchange Commission at its Washington, D.C. headquarters. I act as a litigation and trial attorney on behalf of the SEC in civil enforcement actions against persons and entities alleged to have violated the United States securities laws. I serve as a litigation and trial attorney for the SEC in Securities and Exchange Commission v. Caledonian Bank Ltd., et al., in the United States District Court for the Southern District of New York. I make this Declaration in support of the SEC's application for a temporary restraining order freezing assets.

2. Attached as Exhibit 1 (A1-45) is a true and correct copy of excerpts of a registration statement on Form S-1/A filed with the SEC on June 8, 2011 by Swingplane Ventures, Inc.

3. Attached as Exhibit 2 (A46-50) is a true and correct copy of excerpts of a Report on Form 10-Q for the period ended September 30, 2011 filed with the SEC by Swingplane Ventures, Inc.

4. Attached as Exhibit 3 (A51-58) is a true and correct copy of a detailed shareholder list prepared by Direct Transfer for Swingplane Ventures, Inc.

5. Attached as Exhibit 4 (A59-128) are true and correct copies of stock certificates issued on July 15, 2011 in the names of purported shareholders in Swingplane Ventures, Inc.

6. Attached as Exhibit 5 (A129-44) are true and correct copies of excerpts of minutes, dated May 9, 2014, considering the provision of information as requested by the Securities and Exchange Commission pertaining to the investigation of Swingplane Ventures, Inc.

7. Attached as Exhibit 6 (A145-46) is a true and correct copy of an email string, dated September 12 through September 27, 2011, between Michael Adamo, Luis Carrillo and Matthew Diehl, re "Swingplane attorney for certs."

8. Attached as Exhibit 7 (A147-51) is a true and correct copy of an email exchange, dated March 22 through March 30, 2012, between Michael Adamo and Matthew Diehl, re "Swingplane reconfirmation opinion for S1 shares."

9. Attached as Exhibit 8 (A152-58) is a true and correct copy of a Report on Form 8-K filed with the SEC and reporting an event that occurred on August 22, 2012, by Swingplane Ventures, Inc.

10. Attached as Exhibit 9 (A159-68) is a true and correct copy of an excerpt of an Empire Stock Transfer stock transaction report, dated September 13, 2012, for the transfer of stock in Swingplane Ventures, Inc. to Caledonian Bank, Clear Water Securities and Legacy Global Markets.

11. Attached as Exhibit 10 (A169-74) are true and correct copies of stock certificates issued on September 13, 2012, in the names of Legacy Global Markets, Clear Water Securities and Caledonian Bank.

12. Attached as Exhibit 11 (A175-77) is a true and correct copy of a Report on Form 8-K filed with the SEC and reporting an event that occurred on October 15, 2012, by Swingplane Ventures, Inc.

13. Attached as Exhibit 12 (A178-206) are true and correct copies of press releases issued from January 24 through February 13, 2013 by Swingplane Ventures, Inc.

14. Attached as Exhibit 13 (A207-12) are true and correct copies of three stock-touting newsletters sent by <http://www.AwesomePennyStocks.com> with respect to Swingplane Ventures, Inc.

15. Attached as Exhibit 14 (A213-20) are historical prices for Swingplane stock from January 2 through December 31, 2013 published by Yahoo Finance.

16. Attached as Exhibit 15 (A221-23) are two attestations regarding Swingplane Ventures, Inc., executed on January 12, 2015 by John Horneman, management and program analyst at the Securities and Exchange Commission.

17. Attached as Exhibit 16 (A224-49) is a true and correct copy of excerpts of a registration statement on Form S-1/A filed with the SEC on November 2, 2011 by Goff Corp.

18. Attached as Exhibit 17 (A250-52) is an undated written consent to action without meeting of the directors of Goff, Corp., signed by Gary O'Flynn.

19. Attached as Exhibit 18 (A253-54) is a true and correct copy of a letter, dated December 22, 2011, from Horwitz, Cron & Armstrong to Empire Stock Transfer, re "Goff Corp. Form S-1 – Effective as of November 10, 2011."

20. Attached as Exhibit 19 (A255-83) are true and correct copies of stock certificates issued on February 11, 2013 in the names of purported shareholders in Goff, Corp.

21. Attached as Exhibit 20 (A284-87) is a true and correct copy of an email exchange, dated December 23, 2011, between Keren de Zwart and Goff Corp., re “Goff Corp opinion letter.”

22. Attached as Exhibit 21 (A288-91) is a true and correct copy of a letter, dated December 28 , 2011, from Horwitz, Cron & Armstrong to Gary O’Flynn, re “Goff Corp. stock certificates.”

23. Attached as Exhibit 22 (A292-311) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated September 25, 2012, for the transfer of stock in Goff, Corp. to Lornex Financial Ltd. and Sierra Growth Inc.

24. Attached as Exhibit 23 (A312-22) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated October 17, 2012, for the transfer of stock in Goff, Corp. from Lornex Financial to Cede & Co.

25. Attached as Exhibit 24 (A323- 66) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated January 22, 2013, for the transfer of stock in Goff, Corp. to Caledonian Bank, Legacy Global and Clear Water Securities.

26. Attached as Exhibit 25 (A367-75) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated February 26, 2013, for the transfer of stock in Goff, Corp. from Alan Gahan to Caledonian Bank.

27. Attached as Exhibit 26 (A376) is a signature of Philip Thomas Kueber appearing on his driver’s license, issued on July 15, 2010.

28. Attached as Exhibit 27 (A377-79) is a true and correct copy of a Report on Form 8-K filed with the SEC reporting an event that occurred on February 26, 2013, by Goff, Corp.

29. Attached as Exhibit 28 (A380-409) is a true and correct copy of a Report on Form 8-K filed with the SEC reporting an event that occurred on March 6, 2013, by Goff, Corp.

30. Attached as Exhibit 29 (A410-24) are true and correct copies of press releases issued from March 15 through March 27, 2013 by Goff, Corp.

31. Attached as Exhibit 30 (A425-31) is a true and correct copy of a newsletter, dated April 2, 2013, appearing on <http://www.pennystockpillager.com> with respect to Goff, Corp.

32. Attached as Exhibit 31 (A432-38) are historical prices for Goff stock from March 18 through December 31, 2013 published by Yahoo Finance.

33. Attached as Exhibit 32 (A439-41) are two attestations regarding Goff, Corp., executed on January 12, 2015 by John Horneman, management and program analyst at the Securities and Exchange Commission.

34. Attached as Exhibit 33 (A442-75) is a true and correct copy of excerpts of a registration statement on Form S-1/A filed with the SEC on July 11, 2012 by Norstra Energy Inc.

35. Attached as Exhibit 34 (A476-95) is a true and correct copy of excerpts of a Report on Form 10-K for the fiscal year ended February 28, 2013 filed with the SEC by Norstra Energy Inc.

36. Attached as Exhibit 35 (A496-503) is a true and correct copy of excerpts of an Empire Stock Transfer transaction report, dated September 7, 2012, for the transfer of stock in Norstra Energy Inc. to purported shareholders.

37. Attached as Exhibit 36 (A504-23) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated February 7, 2013, for the transfer of stock in Norstra Energy Inc. to Lornex Financial Ltd. and Sierra Growth Inc.

38. Attached as Exhibit 37 (A524-37) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated March 4, 2013, for the transfer of stock in Norstra Energy Inc. from Lornex Financial Ltd. to Europa Capital A.G. and Jackson Bennett, LLC.

39. Attached as Exhibit 38 (A538-51) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated April 2, 2013, for the transfer of stock in Norstra Energy Inc. from Jackson Bennett, LLC to Tamarind Investments Inc.

40. Attached as Exhibit 39 (A552-62) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated May 31, 2013, for the transfer of stock in Norstra Energy Inc. from Tamarind Investments Inc. to Bartlett Trading Inc.

41. Attached as Exhibit 40 (A563-67) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated May 31, 2013, for the transfer of stock in Norstra Energy Inc. from Bartlett Trading Inc. to Cede & Co.

41. Attached as Exhibit 41 (A568) is a true and correct copy of a letter, dated March 28, 2013, from RBC Investor Services to BNY Mellon, re "5,530,000 Nostra Energy Inc #149, 157, 158."

42. Attached as Exhibit 42 (A569-94) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated April 4, 2103, for the transfer of stock in Norstra Energy Inc. from Bartlett Trading Ltd., Lornex Financial Ltd. and Nautilus Growth Fund Ltd. to Cede & Co.

43. Attached as Exhibit 43 (A595-601) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated May 7, 2013, for the transfer of stock in Norstra Energy Inc. from Nautilus Growth Fund Ltd. to Cede & Co.

44. Attached as Exhibit 44 (A602-16) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated May 24, 2013, for the transfer of stock in Norstra Energy Inc. from Maripose Acosiadoss S.A. to Cede & Co.

45. Attached as Exhibit 45 (A617-18) is a true and correct copy of a Report on Form 8-K filed with the SEC and reporting on event that occurred on March 1, 2013, by Norstra Energy Inc.

46. Attached as Exhibit 46 (A619-20) is a true and correct copy of a Report on Form 8-K filed with the SEC and reporting on an event that occurred on March 12, 2013, by Norstra Energy Inc.

47. Attached as Exhibit 47 (A621-35) is a true and correct copy of excerpts of an Empire Stock Transfer stock transaction report, dated March 25, 2013, for the transfer of stock in Norstra Energy Inc. from Toringe Halvorsen to Caledonian Bank.

48. Attached as Exhibit 48 (A636-50) are true and correct copies of press releases issued from March 18 through April 8, 2013 by Norstra Energy Inc.

49. Attached as Exhibit 49 (A651-66) is a true and correct copy of a stock-touting newsletter sent on May 9, 2013 by Eric Dany's Stock Prospector with respect to Norstra Energy Inc.

50. Attached as Exhibit 50 (A667-73) are historical prices for Norstra stock from March 5 through December 31, 2013 published by Yahoo Finance.

51. Attached as Exhibit 51 (A674-76) are two attestations regarding Norstra Energy Inc., executed on January 12, 2015 by John Horneman, management and program analyst at the Securities and Exchange Commission.

52. Attached as Exhibit 52 (A677-725) is a true and correct copy of excerpts of a registration statement on Form S-1/A-5 filed with the SEC on March 14, 2011 by Medora Corp.

53. Attached as Exhibit 53 (A726-33) is a true and correct copy of excerpts of an Empire Stock Transfer transaction report, dated May 4, 2011, for the transfer of stock in Medora Corp. to purported shareholders.

54. Attached as Exhibit 54 (A734-37) is an Empire Stock Transfer shareholders with certificate detail for Imerjn, Inc.

55. Attached as Exhibit 55 (A738-94) is a true and correct copy of excerpts of an Empire Stock Transfer transaction report, dated March 1, 2012, for the transfer of Medora stock to Caledonia Partners LLC, Sharma Investments Inc., Lornex Financial Ltd. and Gotama Capital SA.

56. Attached as Exhibit 56 (A795-806) is a true and correct copy of excerpts of an Empire Stock Transfer transaction report, dated September 4, 2012, for the transfer of Medora stock from Lornex Financial Ltd. to Cede & Co.

57. Attached as Exhibit 57 (A807) is a true and correct copy of a history basic data inquiry by BNY Mellon, for the deposit of 17,050,000 shares of Xumanii stock on December 7, 2012.

58. Attached as Exhibit 58 (A808-09) is a true and correct copy of a Report on Form 8-K filed with the SEC reporting an event that occurred on May 10, 2012, by Medora Corp.

59. Attached as Exhibit 59 (A810-21) is a true and correct copy of excerpts of a Report on Form 8-K/A filed with the SEC reporting an event that occurred on May 1, 2013, by Xumanii, Inc.

60. Attached as Exhibit 60 (A822-24) are true and correct copies of history basic data inquiries by BNY Mellon, for the deposit of 37,050,000 shares of Xumanii stock on April 17 and May 2, 2013.

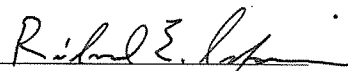
61. Attached as Exhibit 61 (A825-36) are true and correct copies of press releases issued from May 2 through May 24, 2013 by Xumanii, Inc.

62. Attached as Exhibit 62 (A837-42) are true and correct copies of three stock-touting newsletters posted on May 17 and May 20, 2013 on <http://www.newsletter.hotstocked.com> with respect to Xumanii, Inc.

63. Attached as Exhibit 63 (A843-48) are historical prices for Xumanii stock from January 2 through December 31, 2013 published by Yahoo Finance.

64. Attached as Exhibit 64 (A849-50) are two attestations regarding Medora Corp., executed on January 12, 2015 by John Horneman, management and program analyst at the Securities and Exchange Commission.

I declare under penalty of perjury that the foregoing is true and correct. Executed on February 4, 2015.


Richard E. Simpson